

Taylor, Morell & Gitomer

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February 4, 1994

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RECORDATION NO. 18506-B FILED 1425

FEB -4 1994-12 05 PM

INTERSTATE COMMERCE COMMISSION
0100105012

Direct Dial: (202) 466-6532

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed six originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Interim Lease Agreement Termination (Partial), a secondary document, dated February 4, 1994. The primary document to which this is connected is recorded under Recordation No. 18506. We request that this document be recorded under Recordation No. 18506-B.

The names and addresses of the parties to the Interim Lease Agreement Termination (Partial) are:

Lessor:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Interim Lease Agreement Termination (Partial) consists of 10 GP60 3,800 HP locomotives numbered SP 9785-9794, inclusive.

A fee of \$18.00 is enclosed. Please return five originals to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

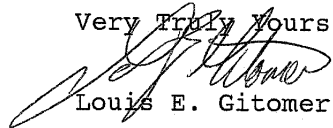
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C. Campbell
Judith McDonald

Honorable Sidney L. Strickland, Jr.
February 4, 1994
Page 2

A short summary of the document to appear in the index follows: an Interim Lease Agreement Termination (Partial), between General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 10 GP60 3,800 HP locomotives numbered SP 9785-9794, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

0757 (S
2/4/94

OFFICE OF THE SECRETARY

Louis E Gitomer
Taylor, Morell & Gitomer
919 18th Street N.W. Suite 210
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 2/4/94 at 12:05pm, and assigned
recording number(s). 18506-B, 18636-D & 18636-E

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18506-B FILED 1425

FEB -4 1994-12 05 PM

INTERSTATE COMMERCE COMMISSION

INTERIM LEASE AGREEMENT TERMINATION (PARTIAL), dated February 4, 1994, between Southern Pacific Transportation Company, a Delaware corporation (the "Interim Lessee"), and General Motors Corporation (Electro-Motive Division), a Delaware corporation (the "Interim Lessor").

WHEREAS, the Interim Lessee and the Interim Lessor have entered into an Interim Lease Agreement, dated as of November 1, 1993 (the "Interim Lease"), covering 25 GP60 locomotives (having road numbers SP 9770 through and including SP 9794) and 25 SD70M locomotives (having road numbers SP 9800 through and including SP 9824) (collectively, the "Units");

WHEREAS, the Interim Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on December 9, 1993, at 9:45 a.m., and was filed under Recordation No. 18506; and

WHEREAS, the Interim Lessee and the Interim Lessor desire to terminate the Interim Lease with respect to certain of the Units and to record such termination with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Interim Lessee and the Interim Lessor hereby agree as follows:

SECTION 1. Termination of Interim Lease as to Certain Units. The Interim Lessor and the Interim Lessee hereby terminate the Interim Lease as to the following Units:

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
10	GP60 3,800 HP Locomotives	SP 9785-9794, inclusive

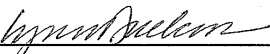
SECTION 2. Recordation with ICC. The Interim Lessor and the Interim Lessee agree to record this instrument with the ICC on the date hereof or as promptly as practical thereafter.

SECTION 3. Continuation of Interim Lease as to Certain Units. The Interim Lessor and the Interim Lessee hereby acknowledge that the Interim Lease shall continue in full force and effect as to all Units set forth on Exhibit A hereto.

SECTION 4. Counterparts. This Interim Lease Termination Agreement may be executed by the parties hereto in one or more separate counterparts, and all of said counterparts taken together shall together constitute one and the same instrument.


IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: 

Title: Treasurer

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: 

Title: ASSISTANT SECRETARY

Exhibit A

Remaining Units

No. of Units

25

Description

SD70M 4,000 HP
Locomotives

Road Numbers

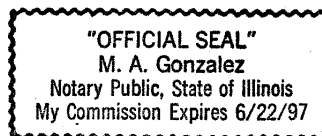
SP 9800-9824,
inclusive

State of Illinois)
County of Cook) ss.

On this 24th day of January, 1994, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is a Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

M. A. Gonzalez
Notary Public

My commission expires:



State of New York)
County of New York) ss.

On this 26th day of January, 1994, before me personally appeared Lynn Dicken, to me personally known, who, being by me duly sworn, did say that he is a Treasurer of Southern Pacific Transportation Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Adrienne F. Saunders
Notary Public

My commission expires:

ADRIENNE F. SAUNDERS
NOTARY PUBLIC, State of New York
NO. 015A001936
Qualified in New York County
Commission Expires October 18, 1995